

ENTERED

March 31, 2025

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
	§	
RHODIUM ENCORE LLC, <i>et al.</i> , ¹	§	Case No. 24-90448 (ARP)
	§	
Debtors.	§	
	§	(Jointly Administered)
	§	

**AGREED MEDIATION ORDER APPOINTING
JUDGE MARVIN ISGUR AS MEDIATOR**

Whereas the above-captioned (a) Debtors; (b) the Ad Hoc Group of SAFE Parties (the “Ad Hoc Group”); (c) the Private Investor Club Feeder Fund 2020-G LLC, Private Investor Club Feeder Fund 2020-H LLC, Private Investor Club Feeder Fund 2020 D LLC, Private Investor Club Feeder Fund 2020 E LLC, and Stadlin Group Investments – Series Rockdale LLC (the “Investors”); (d) the GR Fairbairn Family Trust, Grant Fairbairn Revocable Trust, NC Fairbairn Family Trust, the Nina Claire Fairbairn Revocable Trust, Transcend Partners Legend Fund LLC, Valley High LP, NCF Eagle Trust, GRF Tiger Trust (collectively, the “Transcend Group”); and (e) Imperium Investment Holdings LLC, Nathan Nichols, Nick Cerasuolo, Cameron Blackmon and Chase Blackmon (the “Imperium Parties”) (collectively, the “Parties”) agree that mediation may be fruitful to consensually resolve several issues related to the proposed plan of reorganization (the “Plan”) filed or to be filed in this case; and

¹ The Debtors in these chapter 11 cases and the last four digits of their corporate identification numbers are as follows: Rhodium Encore LLC (3974), Jordan HPC LLC (3683), Rhodium JV LLC (5323), Rhodium 2.0 LLC (1013), Rhodium 10MW LLC (4142), Rhodium 30MW LLC (0263), Rhodium Enterprises, Inc. (6290), Rhodium Technologies LLC (3973), Rhodium Renewables LLC (0748), Air HPC LLC (0387), Rhodium Shared Services LLC (5868), Rhodium Ready Ventures LLC (8618), Rhodium Industries LLC (4771), Rhodium Encore Sub LLC (1064), Jordan HPC Sub LLC (0463), Rhodium 2.0 Sub LLC (5319), Rhodium 10MW Sub LLC (3827), Rhodium 30MW Sub LLC (4386), and Rhodium Renewables Sub LLC (9511). The mailing and service address of the Debtors in these chapter 11 cases is 2617 Bissonnet Street, Suite 234, Houston, TX 77005.

Whereas, the Parties have jointly requested entry of an order appointing Judge Marvin Isgur as mediator.

It is **HEREBY ORDERED** that:

1. The Parties shall participate in a mediation (“Mediation”) of the issues related to the Plan before the Honorable Marvin Isgur, United States Bankruptcy Judge (“Judge Isgur”).

2. The Mediation shall commence on May 20, 2025, at 9:00 a.m., or such other time as determined by Judge Isgur, and shall terminate on the date which Judge Isgur determines that the Mediation has terminated. Any Party may terminate such party’s participation in the mediation by informing Judge Isgur that it no longer desires to continue mediation.

3. The Court adopts Section S of the Procedures for Complex cases in the Southern District of Texas; provided, that nothing herein shall alter, modify, or otherwise prejudice or impair any of the Parties’ rights or obligations under any pre-existing confidentiality agreements or protective orders, all of which shall remain in full force and effect. The assignment of the Mediation does not delay or stay discovery, any hearings scheduled, or any deadlines set by the Court or agreed to by the Parties.

4. Each Party at the Mediation shall participate to the extent practicable with a principal or other representative (or multiple principals or other representatives as needed). Any such principal or representative of a Party shall either have reasonable settlement authority or have sufficient stature in his or her organization to be able to recommend to any ultimate person, board or commission that a proposal or settlement be approved.

5. Parties’ financial advisors may participate in the Mediation, as necessary.

6. Judge Isgur has absolute discretion as to the timing, means, and methods of the Mediation and may add additional parties to the mediation at his discretion which parties shall be

deemed to be bound by the terms of this Order; *provided, however*, that the Mediation shall be non-binding and that the Mediation may be conducted via live or virtual and determined by Judge Isgur.

7. Judge Isgur will mediate in his capacity as a United States Bankruptcy Judge and will have full, unqualified judicial immunity in his role as a mediator.

8. Judge Isgur may not be called as a witness in this proceeding concerning his role herein as the mediator.

9. Each Party shall bear its own costs and expenses incurred in connection with the Mediation, including attorneys' fees.

10. The Parties and their respective counsel shall participate in the Mediation in good faith.

11. All communications made by and all submissions prepared by a Party in connection with the Mediation, including but not limited to discussions or communications with or in the presence of Judge Isgur and all settlement proposals, counterproposals, and offers of compromise made during the Mediation shall (a) be subject to protection under Rule 408 of the Federal Rules of Evidence and any other equivalent or comparable federal and state laws and rules, (b) not be submitted or offered as evidence in any court, tribunal, or other proceeding, including, without limitation, in any pleading or other submission to any court, (c) not be subject to discovery in any pending or forthcoming proceeding, including but not limited to the above-referenced bankruptcy proceeding or any adversary proceeding related thereto, (d) be subject to any applicable confidentiality agreements entered into between the Parties governing the disclosure of confidential information (including, if applicable, any cleansing provisions relating to material

non-public information), (e) be protected from disclosure under the Texas Public Information Act, Texas Government Code Chapter 552, and (f) not constitute material nonpublic information.

12. Each Party may share with Judge Isgur any information it has received pursuant to a protective order without regard to the provisions thereof; *provided, however*, the sharing with Judge Isgur of any information designated as Confidential or Highly Confidential shall not waive the confidentiality designation of such information and Judge Isgur shall not disclose such information to anyone else.

13. Judge Isgur may confer with Judge Mark X. Mullin regarding details from the previous mediation in these Chapter 11 cases occurring on February 19, 2025, notwithstanding Paragraph 11 of the previous mediation order entered by this Court. *See* Agreed Mediation Order Appointing Judge Mark Mullin as Mediator, ECF No. 767 (Feb. 11, 2025), at ¶ 11.

14. The disclosure by a Party of privileged information to the Mediator does not waive or otherwise adversely affect the privileged nature of the information.

15. As soon as practicable after the conclusion of the Mediation, Judge Isgur shall file a mediation statement which shall identify who participated in the Mediation and state whether the proceeding was settled or an impasse was declared by Judge Isgur.

16. The Court retains exclusive jurisdiction with respect to all matters arising out from or related to the implementation, interpretation, and enforcement of this Order.

Signed: March 31, 2025


Alfredo R Pérez
United States Bankruptcy Judge

AGREED AS TO FORM AND CONSENT:

**QUINN EMANUEL URQUHART &
SULLIVAN, LLP**

/s/ Patricia B. Tomasco

Patricia B. Tomasco (SBN 01797600)

Cameron Kelly (SBN 24120936)

Alain Jaquet (*pro hac vice*)

Rachel Harrington (*pro hac vice*)

700 Louisiana Street, Suite 3900

Houston, Texas 77002

Telephone: 713-221-7000

Facsimile: 713-221-7100

Email: pattytomasco@quinnemanuel.com

Email: cameronkelly@quinnemanuel.com

Email: alainjaquet@quinnemanuel.com

Email: rachelharrington@quinnemanuel.com

- and -

Eric Winston (*pro hac vice*)

Razmig Izakelian (*pro hac vice*)

865 S. Figueroa Street, 10th Floor

Los Angeles, California 90017

Telephone: 213-443-3000

Facsimile: 213-443-3100

Email: ericwinston@quinnemanuel.com

Email: razmigizakelian@quinnemanuel.com

Counsel to the Debtors and

Debtors-In-Possession

**AKIN GUMP STRAUSS HAUER &
FELD LLP**

/s/ Sarah Link Schultz

Sara Link Schultz (SBN 24033047)

Elizabeth D. Scott (SBN 24059699)

2300 N. Field Street, Suite 1800

Dallas, Texas 75201

Telephone: 214-969-2800

Email: sschultz@akingump.com

Email: edscott@akingump.com

-and-

Mitchell P. Hurley (*pro hac vice*)
One Bryant Park
New York, New York 10036
Telephone: 212-872-1000
Email: mhurley@akingump.com

*Counsel to the Ad Hoc Group of SAFE
Parties*

GRAY REED

/s/ Amber M. Carson
Jason S. Brookner (TBN 24033684)
Amber M. Carson (TBN 24075610)
1300 Post Oak Blvd., Suite 2000
Houston, Texas 77056
Telephone: 713-986-7000
Facsimile: 713-986-7100
Email: jbrookner@grayreed.com
Email: acarson@grayreed.com

*Counsel to Private Investor Club Feeder
Fund 2020-G LLC, Private Investor Club
Feeder Fund 2020-H LLC, Private Investor
Club Feeder Fund 2020 D LLC, Private
Investor Club Feeder Fund 2020 E LLC, and
Stadlin Group Investments – Series Rockdale
LLC*

MUNSCH HARDT KOPF & HARR, P.C.

/s/ Brenda Lynn Funk
Brenda Lynn Funk (TBN 24012664)
700 Milam Street, Suite 800
Houston, Texas 77002
Telephone: 713-222-5832
Facsimile: 713-222-1475
Email: bfunk@munsch.com

*Counsel to the GR Fairbairn Family Trust,
Grant Fairbairn Revocable Trust, NC
Fairbairn Family Trust, Transcend Partners*

*Legend Fund LLC, NCF Eagle Trust, GRF
Tiger Trust, Valley High LP, and Nina Claire
Fairbairn Revocable Trust*

**STREUSAND, LANDON, OZBURN &
LEMMON, LLP**

By: /s/ Rhonda Mates
Stephen W. Lemmon
Texas Bar No. 12194500
Rhonda Mates
Texas Bar No. 24040491
1801 S. Mopac Expressway, Ste. 320
Austin, Texas 78746
Telephone: (512) 236-9900
Facsimile: (512) 236-9904
lemmon@slollp.com
mates@slollp.com

*Attorneys for Defendants
Imperium Investment Holdings, LLC,
Nathan Nichols, Chase Blackmon, and
Cameron Blackmon*